

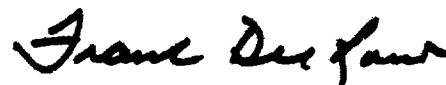
FURTHER RESOLVED, that the President or any Vice-President of Microwave be, and they hereby are, authorized and directed to execute and deliver such Agreement and Plan of Liquidation, to make, execute, acknowledge and file with the State of Delaware a Certificate of Ownership and Merger, and to take all other actions necessary to carry out the transactions contemplated by such Agreement and Plan of Liquidation.

4. Subsequent to the adoption of these resolutions, the name of Microwave Maintenance Corporation ("Microwave") was changed to MCI International, Inc.

IN WITNESS WHEREOF, MCI International, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 29th day of December, 1982.

MCI INTERNATIONAL, INC.


BY:



Frank Del Rocco
Senior Vice President

ATTEST:

BY:


Stephen C. Weingarten
Assistant Secretary

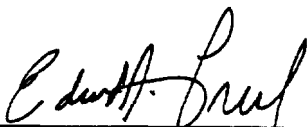
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WUI TELECOMMUNICATIONS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "MCI INTERNATIONAL, INC." UNDER THE NAME OF "MCI INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 1983, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

0828113 8100M

960337222

AUTHENTICATION: 8200064

DATE: 11-19-96

8303490148

FILED

DEC 15 1983

William C. Kuyper
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

WUI TELECOMMUNICATIONS CORPORATION

BY

MCI INTERNATIONAL, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

MCI International, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge WUI Telecommunications Corporation, a corporation formed under the laws of the State of Delaware, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That WUI Telecommunications Corporation is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th day of May, 1981.

SECOND: That the Board of Directors of MCI International, Inc., by Unanimous Written Consent to resolutions duly adopted on the 14th day of November, 1983, determined to merge WUI Telecommunications Corporation, and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of WUI Telecommunications Corporation and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said WUI Telecommunications Corporation and does hereby assume all of its obligations; and

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgment may be necessary or proper to consummate the merger provided for by these resolutions."

IN WITNESS WHEREOF, said MCI International, Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 14th day of November, 1983.

MCI INTERNATIONAL, INC.

By


Nathan Kantor
President

ATTEST:


John R. Worthington
Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WUI SPECIALIZED COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MCI INTERNATIONAL, INC." UNDER THE NAME OF "MCI INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1986, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0828113 8100M

960337222

AUTHENTICATION: 8200065

DATE: 11-19-96

8601210058

FILED

APR 30 1988

CERTIFICATE OF MERGER

OF

WUI SPECIALIZED COMMUNICATIONS, INC.

INTO

MCI INTERNATIONAL, INC.

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

MCI International, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge WUI Specialized Communications, Inc., pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each constituent corporation are:

NAME	STATE OF INCORPORATION
MCI International, Inc.	Delaware
WUI Specialized Communications, Inc.	Delaware

SECOND: That an Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 251 of the General Corporation Law.

THIRD: That the name of the surviving corporation is MCI International, Inc.

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FOURTH: The Certificate of Incorporation of MCI International, Inc. shall be the Certificate of Incorporation of the surviving corporation. There shall be no amendments to the Certificate of Incorporation of the surviving corporation effected by the merger.

FIFTH: That an executed copy of the Agreement of Merger is on file at the principal place of business of MCI International, Inc., whose principal place of business is located at 1133 19th Street, N.W., Washington, D.C. 20036, and that a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: The Delaware surviving corporation is not increasing its authorized capital stock as a result of the merger.

IN WITNESS WHEREOF, said MCI International, Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 30th day of April, 1986.

MCI International, Inc.

By William G. McGowan
William G. McGowan
Chairman

ATTEST:

C. Bolton-Smith, Jr.
C. Bolton-Smith, Jr.
Assistant Secretary

00003

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WUI SALES CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "MCI INTERNATIONAL, INC." UNDER THE NAME OF
"MCI INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1988, AT 9
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0828113 8100M

960337222

AUTHENTICATION: 8200066

DATE: 11-19-96

888365419

FILED

DEC 30 1988

Michael R. Hinkle
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP
AND MERGER
MERGING
WUI SALES CORPORATION
INTO
MCI INTERNATIONAL, INC.
(Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware)

MCI International, Inc. a Delaware corporation (the
"corporation"), does hereby certify:

FIRST: That the corporation is incorporated pursuant to the
General Corporation Law of the State of Delaware.

SECOND: That the corporation owns all of the outstanding
capital stock of WUI Sales Corporation, a Delaware corporation.

THIRD: That the corporation, by the following resolutions
of its board of directors, duly adopted on the 30th day of
December, 1988, determined to merge into itself WUI Sales
Corporation pursuant to such resolutions:


RESOLVED, that the board of directors of the corporation deems
it advisable, to the end that greater efficiency and economy of
management may be accomplished, that the corporation merge and
it does hereby merge into itself WUI Sales Corporation, its
wholly-owned subsidiary, under and pursuant to the provisions of
the General Corporation Law of the State of Delaware, by
executing, acknowledging and filing a Certificate of Ownership
and Merger merging WUI Sales Corporation into MCI International,
Inc., substantially in the same form as attached hereto as
Appendix A, but with such additions, deletions and other
modifications as the executing officers may approve, such
approval to be conclusively evidenced by the execution thereof
by such officers.

RESOLVED, that the officers of the corporation be, and they hereby are, authorized and directed to take such further actions as in their judgment may be necessary of proper to consummate the effectuate the aforementioned merger with respect to the corporations provided for by these resolutions.

IN WITNESS WHEREOF, said MCI International, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Seth D. Blumenfeld, its President, and C. Bolton-Smith, Jr., its Assistant Secretary, this 30th day of December, 1988.

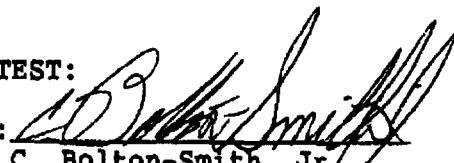
MCI INTERNATIONAL, INC.

By:


Seth D. Blumenfeld
President

ATTEST:

By:


C. Bolton-Smith, Jr.
Assistant Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF REGISTERED AGENT OF "MCI INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0828113 8100

960337222

AUTHENTICATION: 8200067

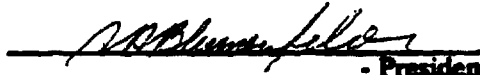
DATE: 11-19-96

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**


It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is
MCI INTERNATIONAL, INC.
2. The registered office of the corporation within the State of Delaware is hereby changed
to 32 Lookerman Square, Suite L-100, City of Dover 19901, County of Kent.
3. The registered agent of the corporation within the State of Delaware is hereby changed
to The Prentice-Hall Corporation System, Inc., the business office of which is identical with
the registered office of the corporation as hereby changed.
4. The corporation has authorized the changes hereinbefore set forth by resolution of its
Board of Directors.

Signed on March 24, 1994.


- President

Attest:


Secretary

**EXHIBIT III
(Questions 6, 7, 24)**

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

**EXHIBIT IV
(Questions 9-10)**

The transferee, British Telecommunications plc ("BT"), is a public limited company whose registered offices are located at 81 Newgate Street, London EC1A 7AJ, England. BT has over 2.3 million shareholders and is listed on the London, New York and Tokyo stock exchanges. The principal business of BT is providing telecommunications services, and its main products and services are local, long-distance and international calls; telephone lines, equipment and private circuits for homes and businesses; providing and managing private networks; and supplying mobile communications services. BT is involved in a variety of joint ventures and arrangements in mainland Europe, and has partnerships or distributorship arrangements in a number of countries in the Asia-Pacific region.

The principals are substantially engaged in communications businesses.

EXHIBIT V
(Question 14(a)(1))

A copy of the Articles of Incorporation of BT is attached in Volume
Three, Section E.

EXHIBIT VI
(Questions 14(a)(2))

Information regarding the names and addresses of the officers and directors of BT is contained in Volume Three, Section B of this filing. As of June 21, 1996 the ownership of BT's ordinary shares by BT's directors and officers, collectively, was limited to .004% of total ordinary shares. There is no beneficial owner of more than 10% of BT's ordinary shares.

**EXHIBIT VII
(Questions 14(b) - 14(f))**

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT VIII
(Question 15)

BT is not affiliated with any providers engaged in the business of providing a public land line message telephone service in the United States ("US").

BT is affiliated with entities engaged in the business of providing a public land line message telephone service outside of the US.

EXHIBIT IX
(Question 20)

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

**EXHIBIT X
(Question 21)**

BT currently is interested in the control of licensed radio stations in various services by virtue of its 20 percent investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. Since BT acquired its interest in 1994, the subsidiaries have sold or let expire other radio station licenses in the due course of business. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

**EXHIBIT XI
(Question 28)**

See Volume One, Section III for a description of how the instant
proposal will be in the public interest

**EXHIBIT XII
(Certification)**

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 25.110(e) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 704 in his capacity as attorney for BT.

Est. Avg. Burden Hours Per Response: 8 Hrs.

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23 or 25)
Read Instructions on Page 4 Before Completing

PART I - To Be Completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

MCI Telecommunications Corporation

Mailing Street Address or P.O. Box, City, State and ZIP Code

1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105 or the Common Carrier Services Fee Filing Guide.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CNX	1	\$ 365.00
2	CFX	10	\$ 1,250.00

FCC Use Only

Add all amounts in Column (3), lines 1 and 2. ▶▶ \$ 1,615.00
Remit this amount with your application.

2. Permits or Licenses Held by Corporation for which a Transfer of Control is sought in this application. See Instr. H.

(a) Call Sign (b) File No. (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferor

MCI Communications Corporation

1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006-3603

4. Name and Street Address or P.O. Box, City, State and ZIP Code of Transferee

British Telecommunications plc

BT Centre

81 Newgate Street, London EC1A 7AJ England

5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. II a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Where Filed: Date Filed:

Certification: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)
11/27/96	MCI Telecommunications Corporation		Vice President & Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART II - To Be Completed By Transferor

6(a) Transfer of Control will be accomplished by: (check one):

☒ Sale or other transfer or assignment of stock (complete 6(b)).☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit	III
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

Certification: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all the attached exhibits pertinent to Part II are a material part hereof and are incorporated herein as if set out in this application; and certifies that all the statements made in Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Date	Printed or Typed Name of Transferor (Must correspond with Item 3)	Signature	Title (Office Held by Person Signing)
11/27/96	MCI Communications Corporation		Vice President & Assistant Secretary

Willful false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and/or forfeiture (U.S. Code, Title 47, Section 503).

PART III - To Be Completed by Transferee

8. Transferee is: (Check one)

☐ Individual

☐ Partnership

☒ Corporation

☐ Unincorporated Association

Attach as Exhibit No. IV a statement of transferee's principal business.

10. Attach as Exhibit No. IV a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving: (a) nature of activity; (b) location of activity; and (c) hours devoted to each activity.

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	►		X
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	►		
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A		
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>England and Wales</u>			
(1) Attach as Exhibit No. <u>V</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>VI</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of transferee's stock.			
b. Is any director or officer an alien?	►	X	
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	►	X	
d. Is transferee directly or indirectly controlled by any other corporation? If "YES," give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organizations having final control and furnish for each all the information requested in 14 a thru c above.	►		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	►		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign government?	►		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES," and transferee is not a land line telephone carrier, attach as Exhibit No. <u>VIII</u> a statement relating the facts.	►	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES," submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	►		
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license, or renewal denied by this Commission? If "YES," attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	►		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES," attach as Exhibit No. _____ a statement relating the facts.	►		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES," attach as Exhibit _____ a statement relating the facts.	►		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, 19? If "YES," attach as Exhibit No. <u>IX</u> a statement relating the facts.	►	X	
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise interested in the ownership or control of any other radio stations licensed by this Commission? If "YES," give: (a) call sign and service; (b) location; and (c) name of licensee below.	►	X	
See Exhibit X			